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**Santa Clara County Valley Transportation Authority (VTA)  
Board of Directors Organizational Structure**

**FACT SHEET**

**Proposal**

- Provide one seated VTA Board member per city (except San Jose).
- VTA Board would have 21 voting members. There would be no Alternates.
- Maintains same number of Board seats for city of San Jose and Santa Clara County (5 and 2 respectively).
- Retains existing proportional vote representation for the city of San Jose and Santa Clara County with weighted voting. Each San Jose and Santa Clara County Director's vote would be given a weight of "3".
- Requires amendment to State law and VTA Board approval.

**Supporting Concepts**

- This is a positive proposal. It provides direct representation for all jurisdictions.
- Direct representation will increase regional cooperation, allow individual cities to more actively participate in VTA actions and more proactively respond to the changes within that city.
- The proposal allows for greater ownership and support countywide as VTA moves forward with major regional projects such as BART.
- The amount of funds available for transportation, particularly with the passage of Measure B, has dramatically increased the importance and decision-making role of this highly visible and public Board.
- The proposal reflects VTA's growth and maturity as an organization. It will allow all jurisdictions to participate in VTA's many successes and the validation of those successes by the voters through the overwhelming victory of Measure A.
- Larger governing boards effectively operate throughout the State through the use of subcommittees.
- Subcommittee work can be more effective because they can focus on the issues.
- Weighted voting will not dilute existing voting relationships and value.
- A larger board will make it easier to maintain continuity and will invest more authority in the Board of Directors rather than VTA staff.

Weighted voting detail on next page

### Weighted Vote Calculation

	Current			Proposal		
	No. Directors	No. Votes	% of Total Votes	No. Directors	Weighted Votes	% of Total Votes
San Jose	5	5	0.42	5	15	0.43
S.C. County	2	2	0.17	2	6	0.17
Other Cities	5	5	0.42	14	14	0.40
Total	12	12	1.00	21	35	1.00

## GOVERNING BOARD CONFIGURATIONS FOR PUBLIC AGENCIES

Agency	Member Jurisdictions	No. Board Members	Members	Voting Procedures
Alameda County Congestion Management Agency	1 County 14 Cities 1.3 million population	17	<ul style="list-style-type: none"> <li>• 1 County Supervisor</li> <li>• 14 Cities</li> <li>• 1 AC Transit</li> <li>• 1 BART</li> </ul>	<ul style="list-style-type: none"> <li>• Weighted voting on all actions</li> <li>• Vote allocation based on population</li> </ul>
City/County Association of Governments of San Mateo County	1 County 20 Cities 720,100 population	21	<ul style="list-style-type: none"> <li>• 1 County Supervisor</li> <li>• 20 City Council</li> </ul>	<ul style="list-style-type: none"> <li>• Weighted voting by Director request &amp; final adoption of countywide plans</li> <li>• Successful motions under weighted voting must have a majority of voting members representing majority of County population</li> </ul>
MTA (Los Angeles County Metropolitan Transportation Authority)	1 County 88 Cities 9 million population	14	<ul style="list-style-type: none"> <li>• 5 County Supervisors</li> <li>• The Mayor of LA</li> <li>• 3 appointees by L.A. Mayor</li> <li>• 4 appointees from city selection committee</li> <li>• 1 ex-officio appointed by governor</li> </ul>	<ul style="list-style-type: none"> <li>• Votes are not weighted</li> </ul>

Continued on next page

MTC (Metropolitan Transportation Commission)	9 Counties 100 Cities 6.9 million population	19	<ul style="list-style-type: none"> <li>• 16 voting members</li> <li>• 2 per five largest counties (one by cities &amp; one by county)</li> <li>• 1 per four smallest counties (nominated by cities &amp; selected by county)</li> <li>• 2 Association of Bay Area Governments (ABAG)</li> <li>• 2 Bay Conservation &amp; Development Commission</li> <li>• Nonvoting members represent: <ul style="list-style-type: none"> <li>- State Business, Transportation &amp; Housing Agency</li> <li>- Federal Departments of Transportation and Housing and Urban Development</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Votes are not weighted</li> </ul>
MTD (Metropolitan Water District of Southern Calif)	14 Cities 11 Water Districts 1 Water Authority 17 million population	37	<ul style="list-style-type: none"> <li>• Directors &amp; votes allocated based on assessed valuation.<sup>1</sup></li> <li>• 4 City of LA</li> <li>• 4 Orange County Municipal Water District</li> <li>• 4 San Diego Water Authority</li> <li>• 13 Other Cities</li> <li>• 12 Other Water Districts</li> <li>• No alternates</li> <li>• Directors not required to be elected officials</li> </ul>	<ul style="list-style-type: none"> <li>• Weighted vote distribution based on one vote for each \$10 million assessed valuation</li> <li>• Agencies with multiple Directors share votes.<sup>2</sup></li> <li>• Currently total 106 votes on Board.</li> </ul>

Continued on next page

<sup>1</sup> Per State law, Metropolitan Water District Act of 1925.

<sup>2</sup> Example: City of LA has 4 Directors and 21 votes. If 3 Directors are absent, the one present Director exercises all 21 votes.

Sacramento Area Council of Governments	6 County 18 Cities 1.5 million population	19	<ul style="list-style-type: none"> <li>• 8 County Supervisors (3 for Sacramento County)</li> <li>• 2 Sacramento City Council</li> <li>• 9 Other City Council<sup>3</sup></li> <li>• 1 ex-officio representing CalTrans</li> </ul>	<ul style="list-style-type: none"> <li>• Weighted voting by Director request but has never been used</li> <li>• Sacramento County representatives share at least 6 weighted votes.<sup>4</sup></li> <li>• Sacramento City representatives share at least 4 weighted votes.<sup>5</sup></li> <li>• Other County representatives receive 1 vote/100,000 population.</li> <li>• Board may vote on transportation and air quality issues by geographic subareas.</li> </ul>
San Diego Association of Governments	1 County 18 Cities 2.8 million population	20	<ul style="list-style-type: none"> <li>• 1 County Supervisor</li> <li>• 1 from each of the 17 non-San Diego cities (with 1 or 2 alternates)</li> <li>• 9 nonvoting advisory representatives (US Dept. of Defense, Caltrans, Metro. Transportation District, etc.)</li> <li>• 2 San Diego City</li> </ul>	<ul style="list-style-type: none"> <li>• Weighted voting set annually by jurisdiction population</li> <li>• San Diego city votes have 40% weight, County is 16%, Chula Vista 7%, etc.</li> <li>• Policy matters must be approved by both a board majority and a weighted majority.</li> </ul>

<sup>3</sup> Per County, 1 Director /100,000 population

<sup>4</sup> More votes added when population exceeds 700,000.

<sup>5</sup> More votes added when population exceeds 500,000.



# CITY OF MILPITAS

455 EAST CALAVERAS BOULEVARD, MILPITAS, CALIFORNIA 95035-5479 • [www.ci.milpitas.ca.gov](http://www.ci.milpitas.ca.gov)

May 13, 2003

Mayor and City Council  
City of Campbell  
70 N. First St.  
Campbell, CA 95008

Dear Mayor Furtado and Campbell City Council:

The Santa Clara County Valley Transportation Authority (VTA) is currently faced with critical decisions that will significantly impact the quality of life in every community throughout the County and the economic vitality of the Silicon Valley region. Each and every one of the residents and businesses located in your jurisdiction will experience the impacts of increased fees, reduced services and a slow down in completing transportation construction projects.

Due to the organizational structure of the VTA Board, these critical decisions are being made without the direct participation of all member jurisdictions. Currently, there are nine cities that do not have a voting seat on the Board of Directors. Though Milpitas appreciates the work of other jurisdictions who represent us on the Board, it does place an unequal burden of responsibility on those who may not be familiar with our jurisdiction's concerns and issues.

As indicated in the attached City Council Resolution, the City of Milpitas requests that a formal public discussion of the VTA Board structure be initiated by our fellow Santa Clara County jurisdictions. Further, we have developed a proposal to restructure the Board that not only provides a voting seat for all jurisdictions, but also would maintain the same proportional vote representation for the City of San Jose and Santa Clara County. Included is a fact sheet that explains our proposal in greater depth.

Restructuring the VTA Board of Directors to provide direct representation for all jurisdictions in Santa Clara County would ensure that everyone has the opportunity to participate in the critical decisions affecting our communities and would provide broader and deeper support and ownership for VTA Board actions on service levels, revenue sources, legislative initiatives and transportation construction projects. In addition, since its inception in 1995, the VTA organization has matured and developed a reputation for high quality transportation planning, services and project construction and direct VTA Board representation will allow all jurisdictions to participate in VTA's many successes.

We strongly urge your City Council to actively support public discussions and actions to restructure the VTA Board and provide all members permanent voting seats. If you would like to discuss this matter further, please contact Vice Mayor Trish Dixon who serves as Milpitas' non-voting Alternate to the VTA Board and a non-voting stakeholder representative to the VTA Board's Ad Hoc Financial Stability Committee. She can be reached at (408) 262-6937 or [pdixon@ci.milpitas.ca.gov](mailto:pdixon@ci.milpitas.ca.gov).

Sincerely,

Jose Esteves  
Mayor

c: VTA General Manager  
City Manager  
TAC City representative

General Information: 408.586.3000

RESOLUTION NO. 7301

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MILPITAS  
SUPPORTING THE PROPOSED RESTRUCTURING OF THE SANTA CLARA COUNTY  
VALLEY TRANSPORTATION AUTHORITY BOARD OF DIRECTORS**

**WHEREAS**, the Santa Clara County Valley Transportation Authority (VTA) was created in 1995 by the California State Legislature by adoption of the Santa Clara County Transit District Act; and

**WHEREAS**, the VTA is authorized to develop, operate and maintain the County's bus and light rail system and to reduce congestion and improve air quality through a combination of highway and transit capital improvements, lessened demand on the transportation system and improved land use planning; and

**WHEREAS**, Article 1 of Chapter 4 of the Santa Clara County Transit District Act; created the VTA Board of Directors as a 12 member body representing Santa Clara County, the city of San Jose and the remaining cities located in Santa Clara County; and

**WHEREAS**, for purposes of Board representation, the non-San Jose cities are organized into the following groupings and Board membership:

3 members	Los Altos, Los Altos Hills, Mountain View, Palo Alto, Santa Clara and Sunnyvale
1 member	Campbell, Cupertino, Los Gatos, Monte Sereno and Saratoga
1 member	Milpitas, Gilroy and Morgan Hill; and

**WHEREAS**, at any one time more than half of the non-San Jose cities have a representative from another jurisdiction representing their concerns on the VTA Board; and

**WHEREAS**, the VTA is responding to critical financial issues and major transportation construction projects that affect the services, costs, and traffic congestion experienced by residents from all local jurisdictions throughout Santa Clara County; and

**WHEREAS**, VTA Board actions affecting service levels, revenue sources, legislative initiatives, and transportation construction projects will have broader and deeper county support and ownership by the direct participation of all local jurisdictions in the decision-making processes; and

**WHEREAS**, since its inception, the VTA organization has matured and developed a reputation for high quality transportation planning, services and project construction and direct VTA Board representation will allow all jurisdictions to participate in VTA's many successes; and

**WHEREAS**, direct VTA Board representation for all Santa Clara County jurisdictions will allow individual cities to more actively participate in VTA actions and proactively respond to the changes within that city; and

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MILPITAS, CALIFORNIA** to submit a proposal that the VTA Board have 21 voting members with five seats for the city of San Jose and two seats for Santa Clara County and the remaining seats distributed equally to the non-San Jose cities to provide direct VTA Board representation for all jurisdictions. Additionally, the proposal would maintain the existing proportional vote representation for the city of San Jose and Santa Clara County by according their individual votes a weight of "three"; and

**RESOLVED FURTHER**, to encourage our fellow Santa Clara County jurisdictions to begin a public discussion on restructuring the VTA Board for the purpose of providing direct representation on the Board for all Santa Clara County jurisdictions.

PASSED AND ADOPTED this 6<sup>th</sup> day of May 2003, by the following vote:

AYES:	(5)	Mayor Esteves and Councilmembers Dixon, Gomez, Livengood, and Polanski
NOES:	(0)	None
ABSENT:	(0)	None
ABSTAIN:	(0)	None

ATTEST:



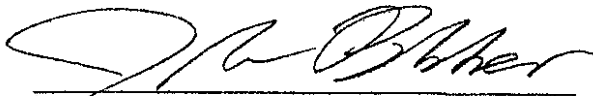
Gail Blalock, City Clerk

APPROVED:



Jose S. Esteves, Mayor

APPROVED AS TO FORM:



Steven T. Mattas, City Attorney





# CITY OF MILPITAS

455 EAST CALAVERAS BOULEVARD, MILPITAS, CALIFORNIA 95035-5479 • [www.ci.milpitas.ca.gov](http://www.ci.milpitas.ca.gov)

May 23, 2003

Mr. Jack Witthaus  
Transportation and Traffic Manager  
City of Sunnyvale  
P.O. Box 3707  
Sunnyvale, CA 94088-3707

Subject: Valley Transportation Authority Board Restructuring

Dear Jack,

Thank you for your recent phone call regarding the city of Sunnyvale's concerns about the proposal to restructure the Valley Transportation Authority Board to provide direct representation for all Authority members. It is helpful to hear the perspective of other members so the proposal can be thoughtfully considered and its equity for all parties evaluated.

You indicated that it appears Sunnyvale would lose voting strength under the proposed restructuring. As you are aware, there are five groupings of members from which Board seats are determined. The cities of San Jose and Santa Clara County both comprise their own group. Sunnyvale is a member of Group 2 along with the cities of Los Altos, Los Altos Hills, Mountain View, Palo Alto and Santa Clara. Group 2 has three voting seats on the VTA Board, and Sunnyvale is fortunate to hold one of those seats for eight years out of every ten. The two remaining years Sunnyvale retains the non-voting Alternate position to the three voting seats. The city of Santa Clara also has the same membership/voting seat arrangement in Group 2.

With a voting Board position for eight years out of ten years and the Alternate position for the remaining two years, Sunnyvale and Santa Clara are in the enviable position of having essentially a permanent seat on the VTA Board.

Other jurisdictions are not so fortunate. The cities of Mountain View and Palo Alto have a voting seat on the VTA Board only every two years out of six or, comparatively, 3.3 years out of ten. The cities of Campbell and Cupertino are represented even less - at two years out of ten. Currently, for the entire membership there are nine cities that do not have a voting seat on the Board of Directors.

The fundamental inequity of this arrangement is illustrated when you compare residential or workforce populations, the amount of transportation infrastructure, and/or the funding contributed over time by other members. For instance, the city of Milpitas has no voting privileges on the VTA Board the majority of the time even though there is a significant amount of existing, under construction, and planned transportation infrastructure for regional traffic in Milpitas and the city has directly contributed and/or committed more than \$80 million in local funds for transportation and roadway improvements which substantially support regional traffic needs.

The VTA is faced with critical decisions that will significantly impact the quality of life in every community throughout the County and the economic vitality of the Silicon Valley region. Every member jurisdiction should have a permanent voting seat on the VTA Board to provide local elected officials with the opportunity to participate in the critical decisions affecting our communities. Direct representation on the VTA Board would also provide broader and deeper support and ownership for Board actions on service levels, revenue sources, legislative initiatives and transportation construction projects. In addition, since its inception in 1995, the VTA organization has matured and developed a reputation for high quality transportation planning, services, and project construction. Direct VTA Board representation will allow all jurisdictions to participate in VTA's many successes.

The current proposal to restructure the VTA Board not only provides a permanent voting seat for all member jurisdictions, but also would maintain the same weighted vote for the City of San Jose and Santa Clara County. For all other member jurisdictions the proposal would significantly reduce the inequities in the current VTA governing structure.

If you would like to discuss this matter further, please contact me at 408-586-3050 or Cindy Maxwell at 408-586-3282 or [cmawell@ci.milpitas.ca.gov](mailto:cmawell@ci.milpitas.ca.gov).

Sincerely,



Thomas J. Wilson  
City Manager

c: Robert LaSala, Sunnyvale City Manager  
Santa Clara County City Councils  
Santa Clara County City Managers  
Valley Transportation Authority General Manager  
Technical Advisory Committee City representatives



# CITY OF MILPITAS

455 EAST CALAVERAS BOULEVARD, MILPITAS, CALIFORNIA 95035-5479 • [www.ci.milpitas.ca.gov](http://www.ci.milpitas.ca.gov)

June 24, 2003

Scott Herhold  
San Jose Mercury News  
750 Ridder Park Drive  
San Jose, CA 95190

Subject: June 15, 2003 column "Politics keeps transit agency from hard cuts"

Dear Mr. Herhold:

Here in the City of Milpitas, we were pleased to read your recent June 15 column, "Politics keeps transit agency from hard cuts." You suggested that VTA cannot effectively manage their financial crisis because the VTA Board of Directors is "unwieldy" and too easily influenced by powerful constituencies like the unions, disabled, and paratransit riders.

The Milpitas City Council appreciates that you highlighted the ineffectiveness of the VTA Board of Directors in providing long-term policy direction.

It is strongly believed by some members of the Authority that this significant problem is because the organization is not fully representative. Of the 15 member municipalities, only six currently sit on the Board of Directors. Fundamentally, the VTA Board acts without the participation, contribution, understanding, and "buy-in" of a majority of its members. This creates problems similar to "taxation without representation" and, particularly in times of economic stress, intensifies the gap between the board and the "using" public.

Six weeks ago, the Milpitas City Council asked all Santa Clara County cities and the County to begin a formal public discussion of a proposal to restructure the VTA Board of Directors. The proposal provides a voting seat for all jurisdictions and maintains the same proportional voting representation for the City of San Jose and Santa Clara County. Restructuring the Board in this manner would ensure that residents of cities like Milpitas, Mountain View, and Palo Alto have a voting member on the VTA Board at all times and not just every two years out of six as it is currently.

The proposal would increase the size of the VTA Board from 12 to 21 members. A larger Board will fully represent all members, be stronger, more capable of representing all constituencies and less influenced by VTA staff. Inequities in the current governing system would be resolved.

For your convenience, enclosed are previous communications with other agencies on this matter and a fact sheet outlining the details of our proposal. Please feel free to contact me at 408-586-3050 or Cindy Maxwell at 408-586-3282 or [cmawell@ci.milpitas.ca.gov](mailto:cmawell@ci.milpitas.ca.gov) if you have any questions or comments.

Sincerely,

Thomas J. Wilson  
City Manager

c: Gary Richards  
Milpitas Post  
Milpitas City Council

General Information: 408.586.3000



# CITY OF MILPITAS

455 EAST CALAVERAS BOULEVARD, MILPITAS, CALIFORNIA 95035-5479 • [www.ci.milpitas.ca.gov](http://www.ci.milpitas.ca.gov)

June 26, 2003

Jane P. Kennedy  
Chair  
Santa Clara County VTA Board  
3331 North First St., Building B-2  
San Jose, CA 95134-1927

Subject: VTA Board Restructuring Proposal

Dear Ms. Kennedy:

In early May of this year, I sent you a letter asking your consideration of a proposal to restructure the VTA Board of Directors. I hope you and your colleagues on the Board have had a chance to review and consider the proposal. Since we sent our initial letter we have had many words of encouragement regarding the proposal and the City of Morgan Hill issued a letter of support.

If you will recall, the proposal provides a voting seat for all jurisdictions and maintains the same proportional voting representation for the City of San Jose and Santa Clara County. Restructuring the Board in this manner would ensure all Santa Clara County residents and businesses would be directly represented on the VTA Board.

A more representative organizational structure is imperative during times like now. The Board must make critical decisions significantly affecting the quality of life in our communities and the economic vitality of the Silicon Valley region.


We sincerely believe this is an opportunity to demonstrate to the public that the VTA Board is committed to substantive organizational improvements. There's no better place to start than with the VTA Board of Directors who provide the policy and program leadership for the organization. Restructuring the Board is a positive and perceptible strategy to eliminate inequities and share leadership responsibilities among all member agencies.

We strongly urge you to endorse placing this proposal on the next Board agenda. Because of its importance to the VTA organization, we request that a special working group, composed of representatives of all member agencies, be created to begin formal active dialogue on the matter.

Please let me know if you would like copies of any previous communications on our proposal. Feel free to contact me at 408-586-3050 or Cindy Maxwell at 408-586-3282 or [cmawell@ci.milpitas.ca.gov](mailto:cmawell@ci.milpitas.ca.gov) if you have any questions or comments.

Sincerely,

  
Jose Esteves  
Mayor

  
Patricia Dixon  
Vice Mayor

c: VTA General Manager  
Technical Advisory Committee City representatives

General Information: 408.586.3000



**VTA Board Rotation  
2000-2009  
Master Calendar**

	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Campbell	A	M	M	M						
Cupertino					A	A	M	A		
Gilroy	A	A	M	M			A	A	M	M
Los Altos			A	A	M	M			M	M
Los Altos Hills					A	A	M	M		
Los Gatos		A	A	A	M	M				
Milpitas			A	A	M	M			A	A
Monte Sereno	M								A	A
Morgan Hill	M	M			A	A	M	M		
Mountain View	M	M					M	M		
Palo Alto	A	A	M	M					M	M
San Jose	5M/A	5M/A	5M/A	5M/A	5M/A	5M/A	5M/A	5M/A	5M/A	5M/A
Santa Clara	M	M	M	M	M	M	A	A	M	M
Saratoga							A	A	M	M
Sunnyvale	M	M	M	M	M	M	M	M	A	A
County	2M/A	2M/A	2M/A	2M/A	2M/A	2M/A	2M/A	2M/A	2M/A	2M/A

Italics reflects changes in Group #3 per West Valley Mayor's election of Jane Kennedy to second consecutive term, 09.26.02.

**City of Milpitas**  
**VTA Board Restructuring Alternatives**  
October 2003

**Current and Proposed Board Structures**

Current Board Structure				Milpitas Proposed Board Structure			
	No. Directors	No. Votes	% of Total Votes	No. Directors	Value Per Director Vote	Total Value Weighted Votes	% of Total Votes
San Jose	5	5	0.42	5	3 (8.6%)	15	0.43
S.C. County	2	2	0.17	2	3 (8.6%)	6	0.17
Other Cities	5	5	0.42	14	1 (2.9%)	14	0.40
Total	12	12	1.00	21		35	1.00

**Alternative Structures**

1. Elected Board Members

VTA Board Members would be elected by public to represent districts. VTA district boundaries would need to be delineated.

Examples of Existing Elected Boards:

Agency Board	Number of Members	Term	Districts
BART	9	4 years	Nine multi-jurisdictional districts in three counties.
AC Transit	7 *	4 years	Districts are determined geographically and comprise Alameda and Contra Costa Counties.
Santa Clara Valley Water District	7 *	4 years	Districts coincide with the five County Supervisorial Districts.
East Bay Regional Park District	7	4 years	Districts are determined geographically and comprise Alameda and Contra Costa Counties.

\* 5 members are elected; 2 at large members are appointed.

## 2. Population-based

VTA Board Members would be determined by a formula tied to population.

Examples of formula:

1. One vote per 100,000 population

- San Jose (9), Santa Clara (1), Sunnyvale (1), County (1) & other cities (7-8) = 19-20

2. One vote per 50,000 population

- Cupertino (1), Milpitas (1), Mountain View (1), Palo Alto (1), San Jose (18), Santa Clara (2), Sunnyvale (2), County (2) & other cities (4) = 32

City	Population	Percent of County Population	Current Percent VTA Board Vote
Campbell	38,138	2.2%	2.5%
Cupertino	50,546	2.9%	1.6%
Gilroy	43,935	2.5%	3.3%
Los Altos	28,500	1.6%	3.3%
Los Altos Hills	8,168	0.4%	1.6%
Los Gatos	30,274	1.7%	1.6%
Milpitas	63,500	3.6%	1.6%
Monte Sereno	3,700	0.2%	1.6%
Morgan Hill	34,785	2.0%	1.6%
Mountain View	72,242	4.1%	3.3%
Palo Alto	62,000	3.5%	3.3%
San Jose	917,971	53%	42%
Santa Clara	104,300	6.0%	6.67%
Saratoga	31,097	1.8%	1.6%
Sunnyvale	131,127	7.5%	6.67%
Unincorporated	105,500	6.1%	17%
Total	1,725,783	100%	

### 3. Sunnyvale and Santa Clara weighted votes

The cities of Sunnyvale and Santa Clara, along with San Jose and the County, would receive weighted votes.

#### Option A

	No. Directors	Value Per Director Vote	Total Value Weighted Votes	% of Total Votes
San Jose	5	4 (9%)	20	0.46
S.C. County	2	4 (9%)	8	0.18
Sunnyvale Santa Clara	2	2 (4.5%)	4	0.09
Other Cities	12	1 (2%)	12	0.27
Total	21	NA	44	1.00

#### Option B

	No. Directors	Value Per Director Vote	Total Value Weighted Votes	% of Total Votes
San Jose	5	3 (8.6%)	15	0.43
S.C. County	2	3 (8.6%)	6	0.17
Sunnyvale Santa Clara	2	1 (3%)	2	0.06
Other Cities	12	1 (3%)	12	0.34
Total	21	NA	35	1.00



#### 4. Regrouping Options

The existing Board is divided into "Groups" for purposes of determining representation. The existing groupings would be rearranged and the same number of Directors maintained.

Current		
Group	Seats	Cities
1	5	San Jose
2	3	Los Altos Los Altos Hills Mtn. View
		Palo Alto Santa Clara Sunnyvale
3	1	Campbell Cupertino Los Gatos
		Monte Sereno Saratoga
4	1	Gilroy Milpitas Morgan Hill
5	2	County

#### Option A

Group	Seats	Cities	Pop.
1	5	San Jose	917,971
2	2	Los Altos Los Altos Hills Mtn. View Santa Clara Sunnyvale	344,337
3	1	Milpitas Palo Alto	125,500
4	1	Campbell Cupertino Los Gatos Monte Sereno Saratoga	153,755
5	1	Gilroy Morgan Hill	78,720
6	2	County	105,500

#### Option B

Group	Seats	Cities	Pop.
1	5	San Jose	917,971
2	1	Milpitas Santa Clara	167,800
3	1	Los Altos Sunnyvale	159,627
4	1	Los Altos Hills Mtn. View Palo Alto	142,410
5	1	Campbell Cupertino Los Gatos Monte Sereno Saratoga	153,755
6	1	Gilroy Morgan Hill	78,720
7	2	County	105,500



September 22, 2003

Ms. Jane Kennedy, Board Chairperson  
Valley Transportation Authority  
1331 North First Street, Building B  
San Jose, CA 95134

Dear Ms. Kennedy:

On September 16, 2003, the Mountain View City Council considered the topic of Valley Transportation Authority (VTA) governance structure as requested by the City of Milpitas in its proposal to enlarge the VTA Board of Directors to provide consistent representation for all cities.

As a result of that discussion, the Council took formal action authorizing me to send a letter encouraging the VTA Board of Directors to consider studying alternative governance structures that provide balanced individual city representation and meaningful participation for small- and medium-sized cities in the County.

Further, the City Council directed staff to monitor the ad hoc committee governance review and report back with the ad hoc committee recommendation in October. The City Council may take additional action at that time based on the committee's recommendation. Finally, to assure broad discussion of the governance options, the City Council is also requesting the Santa Clara County Cities Association agendaize the topic at an upcoming meeting.

Thank you for your consideration of this important issue. Please let me know if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Michael Kasperzak, Jr.", written over a horizontal line.

R. Michael Kasperzak, Jr.  
Mayor

RMK/JJ/6/PWK/907-09-22-03L-E-1^

cc: Mr. Jose Esteves, Mayor  
City of Milpitas

Mr. Pete Cipolla, VTA General Manager

Ms. Joanne Benjamin, VTA Transportation Policy and Program Manager  
City Council

CM, ACM, PWD, TPM, F/c

# CITY OF SUNNYVALE

*The Heart of Silicon Valley*

456 WEST OLIVE AVENUE

SUNNYVALE, CALIFORNIA 94086

(408) 730-7470

July 21, 2003

Julia E. Miller  
Mayor

Tim Risch  
Vice Mayor

Frederik M. Fowler  
Councilmember

John Howe  
Councilmember

Manuel Valerio  
Councilmember

Patricia Vorreiter  
Councilmember

Jack Walker  
Councilmember

City Council  
City of Milpitas  
Honorable Jose Esteves, Mayor  
455 East Calaveras Boulevard  
Milpitas, CA 95035-5479

RE: Valley Transportation Authority Board Restructuring Proposal

Honorable Mayor Esteves and Members of the Milpitas City Council:

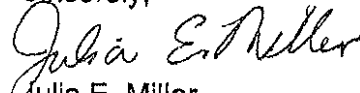
At its July 15, 2003 meeting, the City Council of the City of Sunnyvale considered your request for support of a proposal to restructure the Valley Transportation Authority (VTA) Board of Directors to increase individual cities' representation. Sunnyvale understands the objective of the proposal and appreciates the effort taken to move this proposal forward. However, the City of Sunnyvale cannot support this specific proposal.

The proposal would significantly under-represent the populations of medium sized cities such as Sunnyvale and Santa Clara, significantly over-represent a number of cities, and skew the balance of voting power to favor the City of San Jose over other cities. The City is further concerned that a large Board would prove unwieldy to support and function.

Sunnyvale encourages continued research by the City of Milpitas and the VTA Board into a representation scheme that increases individual City representation but keeps voting and representation rights proportional to population, while maintaining or only slightly increasing the current number of members of the Board. We further urge the City of Milpitas to work with the other members of its City grouping to discuss modifying the representation scheme or function within the City grouping to meet Milpitas' needs.

Please contact Jack Witthaus, the City's Transportation and Traffic Manager, should you have any further questions or comments in this matter.

Sincerely,

  
Julia E. Miller  
Mayor

cc: Cindy Maxwell, City of Milpitas  
Pete Cipolla, Valley Transportation Authority  
VTA Technical Advisory Committee Representatives



## CITY OF MORGAN HILL

17555 Peak Avenue, Morgan Hill, California 95037-4128 • phone (408) 779-7259 • fax (408) 779-3117

DENNIS KENNEDY  
MAYOR

July 11, 2003

Mayor Jose Esteves  
Vice Mayor Patricia Dixon  
City of Milpitas  
455 East Calveras Blvd.  
Milpitas, CA 95035

Re: VTA Board Restructuring Proposal

*JOSE & PAT,*  
Dear Mayor Esteves and Vice Mayor Dixon:

As stated in my previous letter to you, I am fully supportive of your efforts to restructure the VTA Board of Directors in order to provide a voting seat for all jurisdictions.

I would be interested in meeting with you to discuss the creation of a special working group to begin a dialogue on this issue, and am also happy to endorse placing this proposal on the next VTA Board agenda.

Please let me know what I can do to help initiate these proceedings.

Sincerely,

Dennis Kennedy  
Mayor

C: Morgan Hill City Council  
Ed Tewes, City Manager



Office of the Mayor  
One North San Antonio Road  
Los Altos, California 94022-3087  
(650) 948-1491  
Fax (650) 941-7419

City Manager

JUL - 7 2003

RECEIVED

July 3, 2003

Peter Cipolla, General Manager  
Santa Clara Valley Transportation Authority  
3331 North First Street  
San Jose, CA 95110

**SUBJECT: RESTRUCTURING OF VTA BOARD OF DIRECTORS**

Dear Peter:

At its meeting of June 24, 2003, the Los Altos City Council discussed the proposed restructuring of the VTA Board of Directors, which would increase the board to 21 voting members with 5 seats for the City of San Jose, 2 seats for Santa Clara County, and an equal distribution of the remaining seats among the non-San Jose cities. The Los Altos Council voted unanimously (4-0 with Councilmember La Poll absent) to support the review of restructuring proposals as a means of providing direct representation for all jurisdictions in Santa Clara County and ensuring that everyone has the opportunity to participate in the critical decisions affecting our communities.

The City of Los Altos appreciates the value of the VTA organization to the region and believes that direct VTA board representation will allow all jurisdictions to participate in VTA successes. The VTA may also want to consider the status and relevancy of the Policy Advisory Committee if this recommendation is carried out.

Thank you for considering the City of Los Altos position on this matter.

Sincerely,

Kris Casto  
Mayor

cc: City of Milpitas  
City of Sunnyvale  
Santa Clara County Cities Association



# CITY of SARATOGA

13777 FRUITVALE AVENUE • SARATOGA, CALIFORNIA 95070 • (408) 868-1200

Incorporated October 22, 1956

## COUNCIL MEMBERS:

*Stan Bogosian*  
*Kathleen King*  
*Norman Kline*  
*Nick Streit*  
*Ann Waltonsmith*

City of Milpitas  
Cindy Maxwell  
455 E Calaveras Blvd  
Milpitas CA 95035


RE: RESOLUTION SUPPORTING VTA RESTRUCTURING

Dear Ms. Maxwell:

Enclosed is a certified copy of the Resolution 03-047, which was adopted by the Saratoga City Council on July 16, 2003.

Should you have any questions please feel free to call me at (408) 868-1269.

Sincerely,



Cathleen Boyer, CMC  
City Clerk

Enc.

**RESOLUTION NO. 03-047**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SARATOGA  
SUPPORTING THE PROPOSED RESTRUCTURING OF THE SANTA CLARA COUNTY  
VALLEY TRANSPORTATION AUTHORITY BOARD OF DIRECTORS**

**WHEREAS**, the Santa Clara County Valley Transportation Authority (VTA) was created in 1995 by the California State Legislature by adoption of the Santa Clara County Transit District Act; and

**WHEREAS**, the VTA is authorized to develop, operate and maintain the County's bus and light rail system and to reduce congestion and improve air quality through a combination of highway and transit capital improvements, lessened demand on the transportation system and improved land use planning; and

**WHEREAS**, Article 1 of Chapter 4 of the Santa Clara County Transit District Act; created the VTA Board of Directors as a 12 member body representing Santa Clara County, the city of San Jose and the remaining cities located in Santa Clara County; and

**WHEREAS**, for purposes of Board representation, the non-San Jose cities are organized into the following groupings and Board membership:

3 members	Los Altos, Los Altos Hills, Mountain View, Palo Alto, Santa Clara and Sunnyvale
1 member	Campbell, Cupertino, Los Gatos, Monte Sereno and Saratoga
1 member	Milpitas, Gilroy and Morgan Hill; and

**WHEREAS**, at any one time more than half of the non-San Jose cities have a representative from another jurisdiction representing their concerns on the VTA Board; and

**WHEREAS**, the VTA is responding to critical financial issues and major transportation construction projects that affect the services, costs, and traffic congestion experienced by residents from all local jurisdictions throughout Santa Clara County; and

**WHEREAS**, VTA Board actions affecting service levels, revenue sources, legislative initiatives, and transportation construction projects will have broader and deeper county support and ownership by the direct participation of all local jurisdictions in the decision-making processes; and

**WHEREAS**, since its inception, the VTA organization has matured and developed a reputation for high quality transportation planning, services and project construction and direct VTA Board representation will allow all jurisdictions to participate in VTA's many successes; and

**WHEREAS**, direct VTA Board representation for all Santa Clara County jurisdictions will allow individual cities to more actively participate in VTA actions and proactively respond to the changes within that city; and

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SARATOGA, CALIFORNIA** to submit a proposal that the VTA Board have 21 voting members with five seats for the city of San Jose and two seats for Santa Clara County and the remaining seats distributed equally to the non-San Jose cities to provide direct VTA Board representation for all jurisdictions. Additionally, the proposal would maintain the existing proportional vote representation for the city of San Jose and Santa Clara County by according their individual votes a weight of "three"; and

**RESOLVED FURTHER**, to encourage our fellow Santa Clara County jurisdictions to begin a public discussion on restructuring the VTA Board for the purpose of providing direct representation on the Board for all Santa Clara County jurisdictions.

PASSED AND ADOPTED this 16<sup>th</sup> day of July 2003, by the following vote:

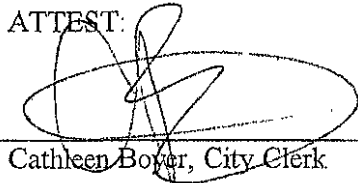
AYES: Councilmember Kathleen King, Norman Kline, Vice Mayor Ann Waltonsmith, Mayor Nick Streit

NOES: None

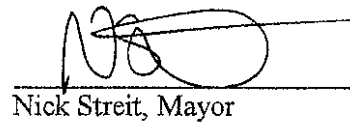
ABSENT: Councilmember Stan Bogosian

ABSTAIN: None

ATTEST:

  
Cathleen Boyer, City Clerk

APPROVED:

  
Nick Streit, Mayor





## CITY OF MORGAN HILL

17555 Peak Avenue, Morgan Hill, California 95037-4128 • phone (408) 779-7259 • fax (408) 779-3117

DENNIS KENNEDY  
MAYOR

May 28, 2003

Mayor Jose Esteves  
City of Milpitas  
455 East Calaveras Boulevard  
Milpitas, California 95035-5479

RE: VTA Restructuring

Dear Mayor, <sup>Jose</sup> Esteves:

We are pleased to inform you that the City of Morgan Hill supports the VTA restructuring proposal as outlined in your letter of May 13. We agree that the proposed expansion of the VTA Board of Directors will dramatically increase the direct representation of the Board and will further promote decision-making that incorporates countywide input.

As VTA and the entire Silicon Valley struggle out of this recession, it is essential that changes in VTA services and system expansions are balanced to ensure that our transportation system optimizes both economic growth and essential services throughout Santa Clara County. Given the specific interests that many cities have, it will be crucial to have these changes approved by a Board that truly represents each and every community in the County. The proposed restructuring accomplishes this with a simple, yet equitable solution that accompanies many worthwhile ideas.

Thank you for your work in support of countywide representation. We very much appreciate the leadership role that Milpitas is taking with this proposal and look forward to working collaboratively to implement it.

Sincerely,

DENNIS KENNEDY  
Mayor

C: Councilmember Jane Kennedy, City of Campbell  
Peter Cipolla, Valley Transportation Authority  
Morgan Hill City Council  
Ed Tewes, Morgan Hill City Manager

Posted on Thu, Oct. 09, 2003

## Cities push transit agency

By Sharon Noguchi  
Mercury News

Upset that they have supported transit taxes but received little in return, cities that have been quiet partners in San Jose's push for BART are abandoning their silence.

Led by Milpitas, San Jose's smaller neighbors are demanding a greater voice in running the Valley Transportation Authority, the countywide body in charge of buses, transit and transportation planning.

The latest to join the movement is Palo Alto. On Tuesday night, the city council agreed to send a letter to VTA board members, seeking balanced representation on the board.

The 12-member board, which oversees a \$328 million operating budget, includes five representatives from San Jose -- by far the largest city in terms of population -- and two from Santa Clara County. Five other seats rotate in a complex formula among the remaining cities.

Facing a shrunken budget and grim forecasts, VTA has slashed service and plans for expansion. And with BART expected to eat up nearly all its revenue for 30 years, little will be left for anything else, the cities fear.

) Palo Alto Mayor Dena Mossar, who sits on the VTA board, points out that her city supported Measure A, the 2000 transportation sales tax measure that promised to improve Caltrain, electrify it from Gilroy to Palo Alto, and expand bus service. But none of that may happen. In contrast, she said by year's end, all but two Palo Alto bus lines will be cut.

"There's nothing on the horizon for us in transportation investments -- just cuts in service. That's not right," Mossar said this week.

Her complaint is echoed by Milpitas officials, who initiated the discussion on VTA representation in the spring. Milpitas, sometimes called the "hourglass," because that's where commuters connect from Interstates 880 and 680, Highway 237 and an expressway, has poured \$72 million into regional transportation improvements. But for all its investment, the city finds itself without much voice on transportation planning, said Cindy Maxwell, an analyst in the city manager's office.

Milpitas has proposed that all 15 cities in Santa Clara County sit on VTA's board, which would add nine seats. The proposal would allow San Jose and Santa Clara County to retain a voting majority, by allowing each of their representatives three votes each.

Morgan Hill and Saratoga support the proposal; Sunnyvale, fearing a loss of clout, disagrees. Some others support changing the board, but object to giving San Jose so much influence.

"I have quite a bit of sympathy for these smaller cities," said San Jose Councilman David Cortese, a VTA board member, who thinks 21 members is a workable board.

) Transit advocates want the whole arrangement scrapped in favor of a directly elected board.

"The VTA board seems free to ignore good transit policy," said Patrick Moore, chairman of the Sierra Club's Loma Prieta Chapter transportation committee.

But Dianne McKenna, one of VTA's founders, disagrees. Elected boards, while they sound appealing, are less responsible to a city, county or other agency, she said. Instead, "You end up with somebody representing a small agenda with an ax to grind," she said. And expanding the board, she said, could make it less effective just because of its size.

The VTA board has appointed an ad-hoc committee to study the issues Milpitas has raised.

The questions are not expected to be resolved soon. Those angling for change acknowledge that San Jose is unlikely to agree to diminishing its influence. Whatever recommendation the committee makes, changing the makeup of the board requires state legislation.

But, noted Mossar, if VTA ever wants voter approval for additional revenue, it needs support outside San Jose.

*Mercury News Staff Writer Gary Richards contributed to this report. Contact Sharon Noguchi at [snoguchi@mercurynews.com](mailto:snoguchi@mercurynews.com) or (650) 688-7576.*

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SILICON VALLEY / SAN JOSE  
**Business Journal**

## EXCLUSIVE REPORTS

### Cities say VTA board should be enlarged

Andrew F. Hamm

Two, and maybe three, separate movements are under way to radically change the way the Santa Clara Valley Transportation Authority board is structured and appointed. Those involved claim the changes are needed to make the VTA's governing board more accountable to the public.

Milpitas Councilwoman Patricia Dixon is leading a multiple-city effort to increase the number of board members from 12 to 21. That would provide each Santa Clara County city at least one permanent seat on the board.

A separate grassroots effort would turn VTA board seats into elected positions. That effort could gain traction Sept. 16 when the Mountain View City Council votes on a resolution endorsing that idea. VTA Riders Union head Eugene Bradley is leading that charge. He already has won the endorsement of the Mountain View Transportation Committee. The city councils of Los Altos and Sunnyvale are expected to hear proposals from Mr. Bradley later this month.

Meanwhile, Palo Alto Councilwoman Yoriko Kishimoto says she will ask her council to endorse the idea of naming a transit rider to the VTA board. Ms. Kishimoto says she hasn't taken a position on increasing the board or on direct elections but would like a seat reserved for a transit rider in any case.

Members of the VTA Ad Hoc Restructuring Proposal Committee, appointed to hear the so-called "Milpitas plan" being pushed by Ms. Dixon, seem confused over the need to restructure the 12-member VTA board.

Ad Hoc Committee member Joe Pirzynski, a Los Gatos councilman, says a larger board would become too unwieldy and would get bogged down in procedure and debate.

"All I'm hearing is that Milpitas wants to be on the board," says Santa Clara County Supervisor Don Gage, a member of the Ad Hoc Committee and a VTA board member. "We could solve this by adding Milpitas as a (permanent) 13th member. But if you do that, you upset the (board's) balance."

"I don't know what Milpitas has to gain. They get everything that they want."

But Milpitas officials say it isn't about their city so much as the ability for all cities to have a say in where VTA money is spent.

"A more representative organizational structure is imperative during times like now," says Milpitas Mayor Jose Esteves and Ms. Dixon in a jointly-signed letter to the VTA board. "Restructuring the board is a positive and perceptible strategy to eliminate inequities and share leadership responsibilities."

Mr. Bradley, for his part, says the board members need to be directly accountable to voters.

"The VTA, as it currently is, isn't very representative," Mr. Bradley says. "They are off in their own little world."

The idea of direct elections for VTA board members, similar to the way Bay Area Rapid Transit district and Alameda

Cities say VTA board should be enlarged - 2003-09-15 - Silicon Valley/San Jose Business Journal Page 2 of  
County Transit District boards are filled, could have some appeal, says Supervisor Pete McHugh, an alternate VTA member.

"It has a great deal of merit," Mr. McHugh says. "A lot of details would need to be worked out. How many seats, what are the boundaries. But I'm excited about that."

Mr. McHugh says the idea of a larger board probably has a better chance of succeeding and is further along.

"It would be cumbersome but the direct approach outweighs the cumbersome aspect," he says.

Concerns over a \$2 billion shortfall and a shrinking pot for such tasks as congestion management -- including improvements for surface streets, interchanges and even expressways -- have cities clamoring for more representation, says Tom Springer, mayor of Gilroy and a leading advocate of a larger VTA board.

Several officials note that the current VTA board includes city council members who have a city to oversee and often have full-time jobs in addition to their roles on the VTA board.

Some have charged that the members can't provide the time and energy needed to make sure their own cities get what they need from VTA, let alone neighboring cities' needs.

Besides Milpitas, Morgan Hill, Gilroy and Los Altos have endorsed the proposal for a larger board. Sunnyvale has opposed it and Los Gatos has voted to take no position. Other cities haven't made their positions formally known.

When the VTA board was formed in 1993, area representatives were supposed to meet formally with the cities in their section. Today, only the west county cities of Los Gatos, Monte Sereno, Cupertino, Campbell and Saratoga meet regularly. Mr. Springer says Gilroy, Milpitas, Morgan Hill and the unincorporated town of San Martin also meet, albeit informally. Los Altos, Los Altos Hills, Mountain View, Palo Alto, Santa Clara and Sunnyvale haven't met in more than three years, says Joanne Benjamin, VTA's transportation policy and program manager and a co-creator of the present board makeup.

The VTA board was formed as a way to control San Jose's dominance of the board without violating the one-man, one-vote edict required to form public boards, Ms. Benjamin says.

The board gave five seats to San Jose, two to the county Board of Supervisors, three to north county cities, one to west county cities and one to a consortium that includes the two south county cities plus Milpitas.

The VTA Ad Hoc Committee is scheduled to give its recommendations to the full board in November.

Any change to the VTA board could happen in one of two ways. The VTA board could ask the state Legislature to change its charter to allow more seats. Alternatively, a measure could be put on the county ballot for voter approval either by the county Board of Supervisors or through a petition drive. To get on the ballot, a petition drive would need 10 percent of the county's last vote for governor, or 36,040 valid signatures. That number could drop if the low turnout numbers predicted for the Gov. Gray Davis recall election become reality.

*ANDREW F. HAMM covers transportation for the Business Journal. Reach him at (408) 299-1841.*

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9/15/2003